



BOSTON & MAINE CORPORATION
DELAWARE & HUDSON RAILWAY COMPANY
MAINE CENTRAL RAILROAD COMPANY

RECORDATION NO. 8242-1 Filed 1425

April 27, 1984

APR 29 1984 12 00 PM

INTERSTATE COMMERCE COMMISSION

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D. C. 20423

4-121A074

Date APR 30 1984

File 20.0.0.0

Attention: Recordation Clerk

ICC Washington, D. C.

Dear Secretary:

I have enclosed an original and two certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a bill of sale, a secondary document dated December 30, 1983.

The primary document to which this is connected is recorded under Recordation No. 8242.

The names and addresses of the parties to this document are as follows:

Vendor: The United States of America, represented by the Secretary of Transportation acting through the Administrator of the Federal Railroad Administration or the Administrator's designee

Vendee: Delaware and Hudson Railway Company
40 Beaver Street
Albany, New York 12207

A description of the equipment covered by the document follows:

Twenty (20) 2300 Horsepower Diesel Electric Locomotives, General Motors Model GP 39-2 Bearing Delaware and Hudson Railway Company's Road Numbers 7601 through 7620, Both Inclusive.

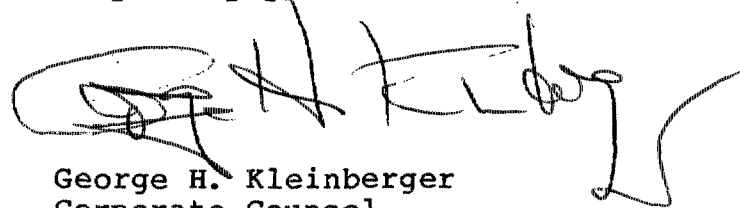
ICC
Page 2
April 27, 1984

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to George H. Kleinberger, Esq., Corporate Counsel, Delaware and Hudson Railway Company, 40 Beaver Street, Albany, New York 12207.

A short summary of the document to appear in the index follows:

Bill of Sale between The United States
of America [Vendor], and Delaware and Hudson
Railway Company [Vendee] dated as of
December 30, 1983 which discharges a
Conditional Sale Agreement dated as of
March 12, 1976 [Recordation No. 8242], which
Conditional Sale Agreement was assigned by an
Assignment Agreement dated March 12, 1976
[Recordation No. 8242-A] and further assigned
by Assignment Agreement dated February 9, 1978
[Recordation No. 8242-B] and which provides
for the transfer of title of the equipment
described in said Conditional Sale Agreement,
i.e. 20 General Motors Model GP-39-2
locomotives bearing Vendee's railroad numbers
7601-7620, to the Vendee.

Very truly yours,



George H. Kleinberger
Corporate Counsel
Delaware and Hudson
Railway Company

Encl.

Interstate Commerce Commission

Washington, D.C. 20423

4/29/84

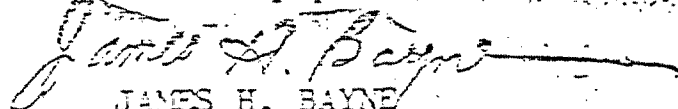
OFFICE OF THE SECRETARY

George H. Kleinberger, Esq.
Delaware & Hudson Railway
40 Beaver Street
Albany, New York, N2E07

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/84 at 12:00pm and assigned re-recording number(s). 8242-C

Sincerely yours,


JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

BILL OF SALE

APR 29 1984 12 00 PM

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE made as of the 30th day of

December, 1983 BETWEEN

THE UNITED STATES OF AMERICA, represented by the Secretary of Transportation acting through the Administrator of the Federal Railroad Administration or the Administrator's designee

VENDOR,

AND

DELAWARE AND HUDSON RAILWAY COMPANY, a corporation organized under the laws of the State of Delaware, with principal offices located at 40 Beaver Street, Albany, New York,

VENDEE.

WITNESSETH that the VENDOR, for itself and its assignors and in consideration of the sum of ONE and 00/100 (\$1.00) DOLLAR, and other valuable consideration, paid by the VENDEE, does hereby remise and quitclaim unto the VENDEE, its successors and assigns forever, all right, title, and interest of the VENDOR in and to the equipment described in Schedule A, (Equipment), attached hereto and made a part hereof, free of all liens and encumbrances except any and all liens and encumbrances created by the VENDEE in connection with or against the Equipment or arising from the use and possession of the Equipment by the VENDEE under a conditional sale agreement dated as of March 12, 1976 between General Motors Corporation (Electro-Motive Division) (Builder) and the VENDEE, as modified and amended (Conditional Sale

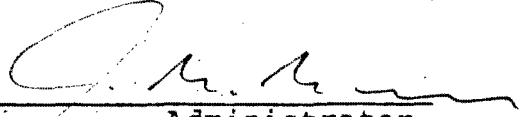
Agreement), the Conditional Sale Agreement and all right, title and interest of the Builder in and to the Equipment having been assigned by the Builder to UNITED STATES RAILWAY ASSOCIATION (USRA) by Assignment Agreement dated March 12, 1976, and further assigned by USRA to the VENDOR by Assignment Agreement of February 9, 1978, the Conditional Sale Agreement, being hereby discharged by the VENDOR, for itself and for its assignors.

VENDOR makes no representation or warranty express or implied, as to the existence or condition of the Equipment referred to herein.

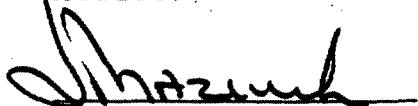
IN WITNESS WHEREOF, the VENDOR has caused this instrument to be duly executed as of the day and year first above written.

THE UNITED STATES OF AMERICA

By


Administrator
of the Federal Railroad
Administration

ATTEST:



DISTRICT OF COLUMBIA: SS:

On the 30 day of December, nineteen hundred and eighty-3, before me came JOHN M. MASON, to me known, who, being by me duly sworn, did depose and say that he resides at 4510 Chase Avenue, Bethesda, Maryland 20814; that he is Acting Administrator of the FEDERAL RAILROAD ADMINISTRATION, an agency of the United States of America; and that acting by delegation of authority from the Secretary of Transportation (49 C.F.R. 1.49(u)), he has signed his name to the above instrument.

Stanley C. Feldman
Notary Public in and for the
District of Columbia,
My commission expires: Dec. 14, 1987

(SEAL)

SCHEDULE A

Twenty (20) 2300 Horsepower Diesel Electric
Locomotives, General Motors Model GP 39-2
Bearing Delaware and Hudson Railway
Company's Road Numbers 7601 through 7620,
Both Inclusive.

CERTIFICATION

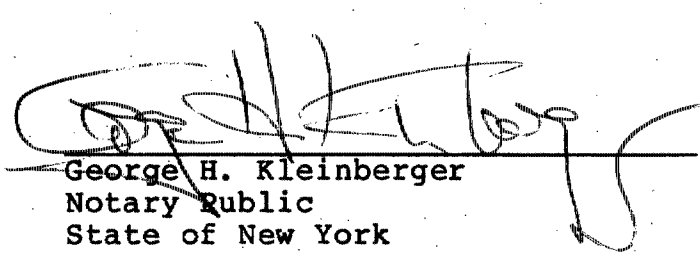
RECORDATION NO. Filed 1425

APR 29 1984 -12 00 PM

INTERSTATE COMMERCE COMMISSION

I, GEORGE H. KLEINBERGER, do hereby state that I am a Notary Public of the State of New York; that I have compared the attached copy of Bill of Sale dated as of December 30, 1983 between The United States of America [Vendor] and Delaware and Hudson Railway Company [Vendee] with the original thereof, and that the attached copy of document is a true and correct copy of the original in all respects.

Dated: April 27, 1984


George H. Kleinberger
Notary Public
State of New York

GEORGE H. KLEINBERGER
Notary Public, State of New York
Qualified in Albany County
Reg. No. 2144350
Commission Expires March 30, 1985